FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

In the Matter of ALBERT C. KELLY, individually, and as a former institution-affiliated party of SPIRITBANK TULSA, OKLAHOMA (INSURED STATE NONMEMBER BANK)	ORDER MODIFYING ORDER OF PROHIBITION FROM FURTHER PARTICIPATION FDIC-19-0145e&j FDIC-15-0179e

IT IS HEREBY ORDERED that the ORDER OF PROHIBITION FROM FURTHER PARTICIPATION ("ORDER") issued by the Federal Deposit Insurance Corporation ("FDIC") against ALBERT C. KELLY ("Respondent") on July 27, 2017, pursuant to 12 U.S.C. § 1818(e), be modified, for good cause shown, to allow Respondent to resign as trustee of the Kelly Brothers Business Trust, and then transfer to The Trust Company of Oklahoma, a Voting Trust, all voting rights of Respondent's shares of Spirit BankCorp, Inc. common stock. Legal ownership of the shares of Spirit BankCorp, Inc. common stock, and the voting rights attached thereto, shall remain with the Voting Trust and shall remain subject to the Voting Trust Agreement governing the Voting Trust. All other provisions of the ORDER shall remain in full force and effect.

IT IS FURTHER ORDERED that the Voting Trust shall have two Voting Trustees; the Voting Trust shall contain assets from only one Grantor, Respondent; the Voting Trust shall hold only the shares of Spirit BankCorp, Inc. common stock; and the Voting Trustees shall contact the FDIC and the Board of Governors of the Federal

Reserve System before transferring the legal or beneficial interest in any shares of Spirit BankCorp, Inc. common stock held by the Voting Trust to any other trusts, individuals or entities, in order to determine whether such transfer would require the approval of the FDIC and/or the Board of Governors of the Federal Reserve System.

IT IS FURTHER ORDERED that Respondent shall receive the prior written consent of the Board of Governors of the Federal Reserve System, as required by 12 U.S.C. § 1818(e)(7)(B)(ii), before Respondent may execute the transactions described above.

Pursuant to delegated authority.

Dated at Washington, D.C., this 15th day of October, 2019.

/s/
Patricia A. Colohan
Associate Director
Division of Risk Management Supervision